

Opko Health, Inc.  
Form 424B3  
January 26, 2012

Filed Pursuant to Rule 424(b)(3)

File Number 333-177962

**PROSPECTUS SUPPLEMENT NO. 3**

**to Prospectus dated November 28, 2011**

**(Registration No. 333-177962)**

**OPKO HEALTH, INC.**

**4,494,380 shares**

**of**

**Common Stock**

This Prospectus Supplement No. 3 supplements our Prospectus dated November 28, 2011 (the "Prospectus"). You should read this Prospectus Supplement No. 3 together with the Prospectus. This Prospectus Supplement No. 3 includes the attached Amendment No. 1 to Form 8-K as filed by us with the Securities and Exchange Commission on January 25, 2012.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This Prospectus Supplement No. 3 should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement No. 3 supersedes the information contained in the Prospectus.

**An investment in our common stock involves a high degree of risk. See "Risk Factors" on page 2 of the Prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus Supplement No. 3 is January 26, 2012.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 29, 2011

**OPKO Health, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33528  
(Commission  
File Number)

75-2402409  
(IRS Employer  
Identification No.)

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4400 Biscayne Blvd

Miami, Florida 33137

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**EXPLANATORY NOTE**

OPKO Health, Inc. (the Company) is filing this Amendment No. 1 to its Current Report on Form 8-K that was initially filed with the Securities and Exchange Commission on December 29, 2011, to file the financial statements and pro forma information required by Item 9.01 of Form 8-K with respect to the Company's acquisition of FineTech Pharmaceutical Ltd.

**ITEM 9.01. Financial Statements and Exhibits**

*(a) Financial Statements of Businesses Acquired.*

The following financial statements of FineTech Pharmaceutical Ltd. are being filed with this report as Exhibit 99.1:

Audited Balance Sheet as of December 31, 2010

Audited Statement of Operations for the year ended December 31, 2010

Audited Statement of Shareholder's Equity

Audited Statement of Cash Flows for the year ended December 31, 2010

Unaudited Balance Sheet as of September 30, 2011

Unaudited Statements of Operations for the nine months ended September 30, 2011 and September 30, 2010

Unaudited Statement of Shareholder's Equity as of September 30, 2011

Unaudited Statements of Cash Flows for the nine months ended September 30, 2011 and September 30, 2010

*(b) Pro Forma Financial Information.*

The following pro forma financial information is being filed with this report as Exhibit 99.2:

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2011

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the nine months ended September 30, 2011

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2010

*(d) Exhibits*

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Exhibit Number	Description
23.1	Consent of Kost Forer Gabby and Kasierer, A Member of Ernst & Young Global
99.1	Financial Statements listed in Item 9.01(a)
99.2	Pro Forma Financial Information listed in Item 9.01(b)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OPKO Health, Inc.

By /s/ Rao Uppaluri

Name: Rao Uppaluri

Title: Senior Vice President, Chief Financial Officer

Date January 25, 2012

**Exhibit Index**

Exhibit Number	Description
23.1	Consent of Kost Forer Gabby and Kasierer, A Member of Ernst & Young Global
99.1	Financial Statements listed in Item 9.01(a)
99.2	Pro Forma Financial Information listed in Item 9.01(b)